

EXHIBIT B

FIRST AMENDMENT TO GROUND LEASE

This First Amendment to Ground Lease ("First Amendment"), made and entered into by and between **STAFFORD RT, LLC** ("Lessor") and **RUBY TUESDAY, INC.** ("Lessee").

WHEREAS, Lessor and Lessee entered into that certain Ground Lease ("Lease") dated January 15, 2004, for the lease of certain property located in Tifton, Tift County, Georgia, and more particularly described in the Lease; and

WHEREAS, the parties wish to amend the Lease as more particularly set forth herein;

NOW, THEREFORE, for and in consideration of Ten Dollars (\$10.00) and other valuable consideration and the mutual benefits contained in the Lease and this First Amendment, the receipt and sufficiency of which are hereby acknowledged by the parties, Lessor and Lessee hereby agree as follows:

1. Exhibit "A" to the Lease is deleted and inserted in lieu thereof is Exhibit "A" which is attached hereto and incorporated herein by reference. To the extent that there are any inconsistencies between Exhibit "A" and any other part of the Lease, Exhibit "A" hereto shall control.
2. Exhibit "A-1" to the Lease is deleted and inserted in lieu thereof is Exhibit "A-1" which is attached hereto and incorporated herein by reference. To the extent that there are any inconsistencies between Exhibit "A-1" and any other part of the Lease, Exhibit "A-1" hereto shall control.
3. Exhibit "B", pages 1, 2, 3, 6, 7 and 8 are deleted from the Lease and inserted in lieu thereof is Exhibit "B", pages 1, 2, 3, 6, 7 and 8 attached hereto and incorporated herein by reference. To the extent that there are any inconsistencies between Exhibit "B" and any other part of the Lease, Exhibit "B" shall control.
4. Exhibit "B-1" to the Lease is deleted and inserted in lieu thereof is Exhibit "B-1" which is attached hereto and incorporated herein by reference. To the extent that there are any inconsistencies between Exhibit "B-1" and any other part of the Lease, Exhibit "B-1" shall control.
5. The last page of Exhibit "H" to the Lease is deleted and inserted in lieu thereof is the last page of Exhibit "H" which is attached hereto and incorporated herein by reference. To the extent that there are any inconsistencies between Exhibit "H" and any other part of the Lease, Exhibit "H" hereto shall control.
6. The Lease is amended to reflect that the Ruby Tuesday Off-Site Parking Spaces contain thirteen (13) specific parking spaces and not fifteen (15) specific parking spaces.
7. Except as modified herein, the terms of the Lease shall remain in full force and effect.

8. Any capitalized but undefined terms used in this First Amendment shall be given the meaning or definition ascribed to said term in the Lease.
9. This First Amendment may be executed in multiple counterparts and by using a facsimile machine. A facsimile of a signature hereon is considered legally binding and effective as if it were an original signature. The parties authorize Slutzky, Wolfe and Bailey, LLP, attorney for Lessee, to assemble signature pages and compile one (1) complete document. The parties hereby ratify and reaffirm the Lease, as amended by this First Amendment.

SIGNATURES CONTAINED ON PAGE 3

Executed by Lessor this 17th day of May, 2004.

LESSOR:

WITNESSES:

Suzanne Mayne
Steph Edwards

STAFFORD DEVELOPMENT COMPANY
a Georgia corporation, successor by corporate
merger to Interstate Inns, Inc.

By: Denean Stafford
DENEAN STAFFORD
President and CEO

Executed Lessee this _____ day of May, 2004.

LESSEE:

WITNESSES:

RUBY TUESDAY, INC.
a Georgia corporation

By: _____
Its: _____

Executed by Lessor this ____ day of May, 2004.

LESSOR:

WITNESSES:

STAFFORD DEVELOPMENT COMPANY
a Georgia corporation, successor by corporate
merger to Interstate Inns, Inc.

By: _____
DENEAN STAFFORD
President and CEO

Executed Lessee this 11th day of May, 2004.

LESSEE:

WITNESSES:

RUBY TUESDAY, INC.
a Georgia corporation

Sam B. Coley
Jodynn Christian

By: Wang
Its: Vice President

Har's Drive (60' R/W)

EXHIBIT "A-1"

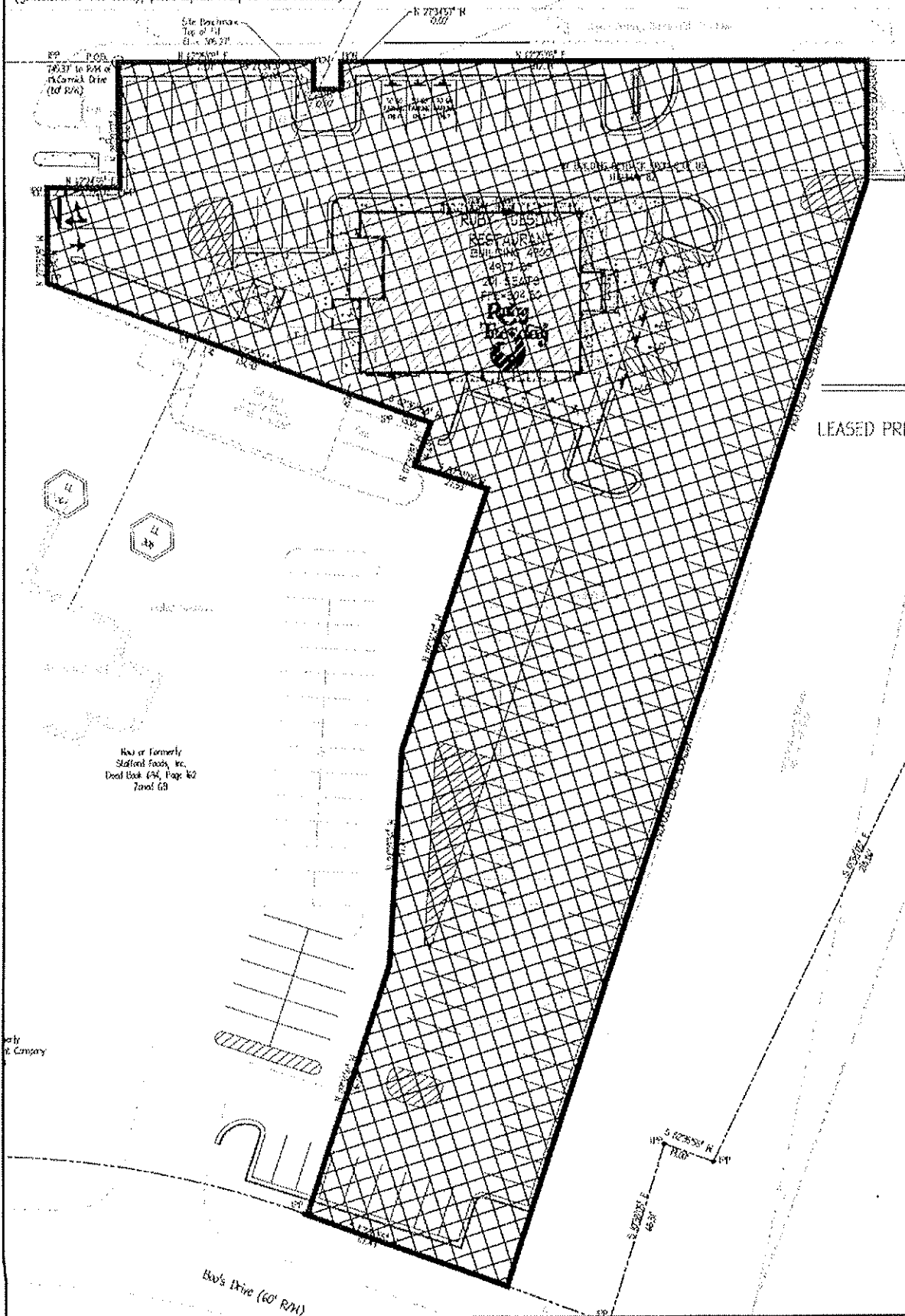
All that tract or parcel of land situate, lying and being in Land Lots 307 & 308 of the 6th Land District of Tift county, Georgia, more particularly described as follows: To find the POINT OF BEGINNING, Commence at an iron pin at the point of intersection of the southern margin of the right of way of U.S. Highway 82 with the eastern margin of the right of way of McCormick Drive, and from said pin run thence north 62 degrees 25 minutes 03 seconds east along the southern margin of the right of way of U.S. Highway 82 a distance of 745.37 feet to the POINT OF BEGINNING.

From said POINT OF BEGINNING, run thence North 62°25'03" East a distance of 71.07 feet to a Point; Run thence South 27°34'57" East a distance of 10.00 feet to a Point; Run thence North 62°25'03" East a distance of 10.00 feet to a Point; Run thence North 27°34'57" West a distance of 10.00 feet to a Point; Run thence North 62°25'03" East a distance of 190.44 feet to a Point; Run thence South 27°35'09" East a distance of 43.69 feet to a Point; Run thence South 09°36'41" East a distance of 423.64 feet to a Point; Run thence South 82°35'55" West a distance of 76.56 feet to a Point; Run thence North 09°36'41" West a distance of 96.01 feet to a Point; Run thence North 24°29'36" West a distance of 77.87 feet to a Point; Run thence North 09°36'41" West a distance of 100.12 feet to a Point; Run thence South 80°23'19" West a distance of 27.53 feet to a Point; Run thence North 07°30'15" West a distance of 16.69 feet to a Point; Run thence South 82°35'55" West a distance of 148.58 feet to a Point; Run thence North 27°35'25" West a distance of 34.94 feet to a Point; Run thence North 62°24'35" East a distance of 26.71 feet to a Point; Run thence North 28°09'07" West a distance of 45.56 feet to the POINT OF BEGINNING.

Said parcel contains 1.41 acres or 61,259 square feet more or less.

EXHIBIT "B"

U.S. Highway 82 (variable R/W)
(jurisdiction is Tift County, public asphalt road, 66' Wide Pavement)



LEGEND

LEASED PREMISES



RUBY TUESDAY
OFF-SITE
PARKING SPACES

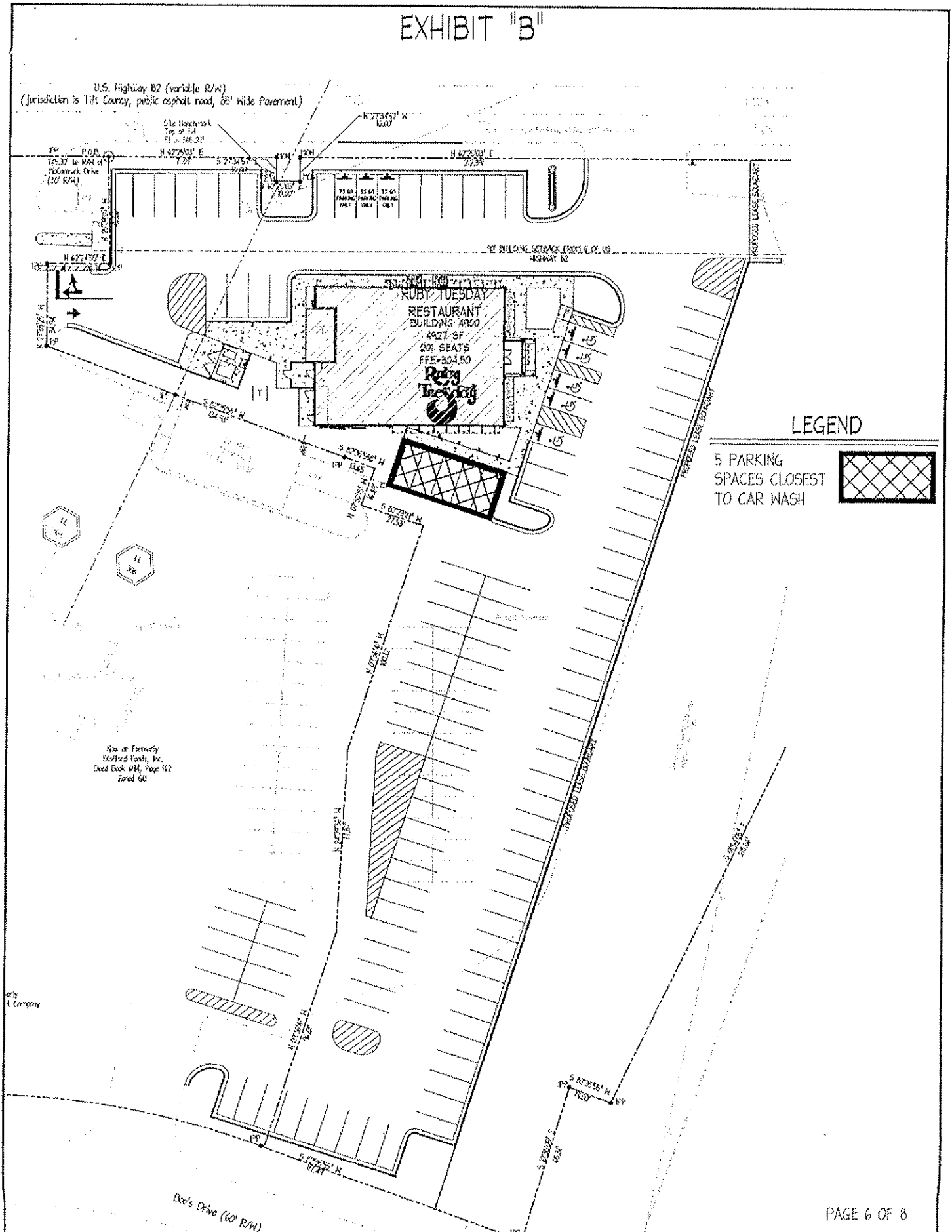


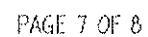
10 OFF-SITE NON
EXCLUSIVE
SPACES

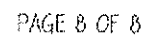
3 OFF-SITE NON
EXCLUSIVE
SPACES

PAGE 3 OF 8

EXHIBIT "B"







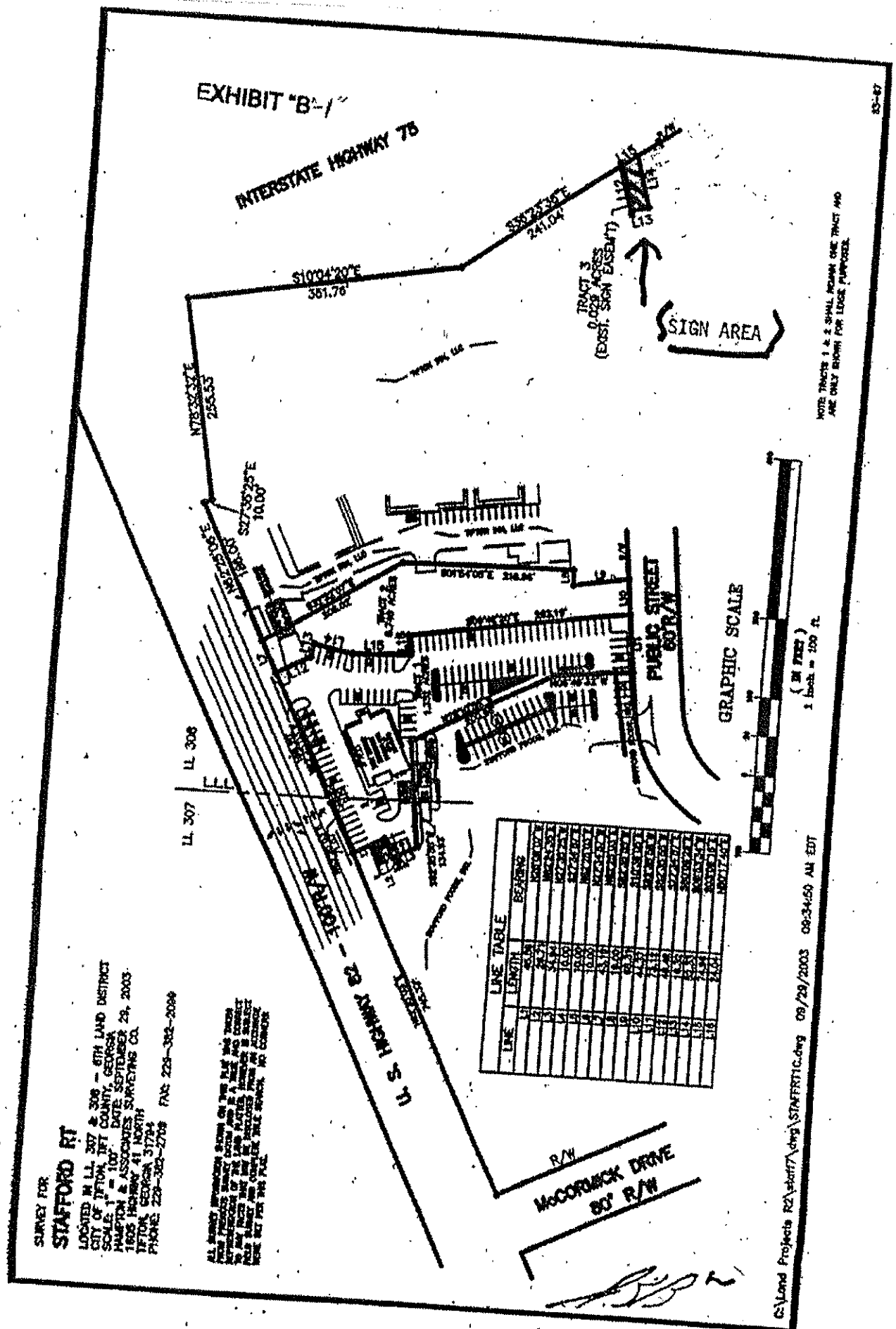


EXHIBIT "B-1"

All that tract or parcel of land lying and being in Land Lot 308 of the 6th District, City of Tifton, Tift County, Georgia, being more particularly described as follows:

COMMENCING at a point at the intersection of the northeastern right-of-way of McCormick Drive (an 80-foot right-of-way) and the southeastern right-of-way of U.S. Highway 82 (a 100-foot right-of-way); from said point of commencement, thence traveling along the southeastern right-of-way of U.S. Highway 82 the following courses and distances: north 62 degrees 25 minutes 3 seconds east 745.37 feet; north 62 degrees 25 minutes 03 seconds east 71.07 feet; south 27 degrees 34 minutes 57 seconds east 10 feet; north 62 degrees 25 minutes 03 seconds east 10 feet; north 27 degrees 34 minutes 57 seconds west 10 feet; north 62 degrees 25 minutes 03 seconds east 169.20 feet; north 62 degrees 25 minutes 03 seconds east 43.19 feet; north 62 degrees 25 minutes 06 seconds east 186 feet; south 27 degrees 35 minutes 25 seconds east 10 feet; and north 78 degrees 32 minutes 32 seconds east 255.53 feet to a point at the intersection of the southeastern right-of-way of U.S. Highway 82 and the western right-of-way of Interstate Highway 75; thence traveling along the western right-of-way of Interstate 75 the following courses and distances: south 10 degrees 04 minutes 20 seconds east 351.76 feet and south 36 degrees 23 minutes 38 seconds east 241.04 feet to the true point of beginning.

From said TRUE POINT OF BEGINNING, continuing along said western right-of-way Interstate 75 south 36 degrees 23 minutes 53 seconds east 21.37 feet; thence leaving said right-of-way and traveling south 74 degrees 15 minutes 08 seconds west 66.51 feet to a point; thence traveling north 15 degrees 45 minutes 09 seconds west 20 feet to a point; thence traveling north 74 degrees 15 minutes 27 seconds east 58.97 feet to a point located on the western right-of-way of Interstate 75 being the true point of beginning.

Said property being depicted as Tract 3 containing 0.029 acres as more particularly depicted on that certain survey for Stafford RT, prepared by Hampton & Associates Surveying Co., bearing the seal of Derrell Hampton, G.R.L.S. No. 2161, dated December 17, 2003, said survey being incorporated herein and made a part hereof by reference.

EXHIBIT "H"

Less & except:

All that tract or parcel of land situate, lying and being in Land Lots 307 & 308 of the 6th Land District of Tift county, Georgia, more particularly described as follows: To find the POINT OF BEGINNING, Commence at an iron pin at the point of intersection of the southern margin of the right of way of U.S. Highway 82 with the eastern margin of the right of way of McCormick Drive, and from said pin run thence north 62 degrees 25 minutes 03 seconds east along the southern margin of the right of way of U.S. Highway 82 a distance of 745.37 feet to the POINT OF BEGINNING.

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